**DHP: Annual Corporate Governance Report 2023**

On January 29, 2024, Hai Phong Electrical Mechanical JSC announced Report No. 02/2024/DHP-BCQT on the corporate governance status of the Company in 2023 as follows:

* Name of listed company: Hai Phong Electrical Mechanical JSC
* Head office address: No.734 Nguyen Van Linh Street, Niem Nghia Ward, Le Chan District, Ha Phong City
* Tel: (84.225) 3835927 - Fax: (84.225) 3857393;
* Email: diencohaiphong@hapemco.vn;
* Charter capital: VND 94,922,000,000
* Securities code: DHP
1. Activities of the General Meeting of Shareholders:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandate No. | Date |  |
|  | 13/2023/DHP/NQ-DHDCD | April 28, 2023 | * Approve the Report of the Chair of the Board of Directors on activities of the Board of Directors in 2022 and the Operational plan in 2023:
* Approve the Report of the General Manager on the production and business results in 2022 and the production and business plan in 2023.
* Approve the report on control activities and verifying the Financial Statements 2022 and the plan for 2023 of the Supervisory Board;
* Approve the Audited Financial Statements 2022 of Hai Phong Electrical Mechanical JSC
* Approve the proposal on profit use and fund appropriation in 2022 and dividend payment rate in 2022;
* Approve the proposal on dividend payment plan in 2023:
* Approve the proposal on thr selection of an audit company for the Financial Statements 2023 and the Semi-annual Financial Statements;
* Approve the proposal on the investment plan for production and business in 2023.
* Approve the exemption of Mr. Hoang Thanh Hai from public tender offer for the shareholder Vu Van Nam;
* Approve the exemption of Mr. Hoang Thanh Hai from public tender offer for the shareholder Hoang Trong Tuan;
* Approve the exemption of Mr. Hoang Thanh Hai from public tender offer for the shareholder Hoang Huu Chung.
 |

1. Activities of the Board of Directors:
2. Meetings of the Board of Directors
* In 2023, the Board of Directors held 06 meetings, including the following specific members:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position | Number of attended meetings | Rate (%) | Reason for absence |
| 1 | Mr. Hoang Thanh Hai | Chair of the Board of Directors | 6/6 | 100 |  |
| **2** | Ms. Le Thi Bich Hue | Vice Chair of the Board of Directors  | 6/6 | 100 |  |
| 3 | Mr. Mai Van Minh | Member of the Board of Directors  | 6/6 | 100 |  |
| 4 | Ms. Trinh Thi Lan Phuong | Member of the Board of Directors  | 6/6 | 100 |  |
| 5¬ | Mr. Nguyen Minh Chung | Member of the Board of Directors  | 6/6 | 100 |  |

1. On February 17, 2023: The Company's Board of Directors met to discuss the results of production and business activities in 2022 and approved the production and business plan for 2023.
2. On March 02, 2023: The Board of Directors met to discuss the organization date of the Annual General Meeting of Shareholders 2023, the contents that need to be approved at the Meeting and the authorization to the General Managers, the Deputy General Manager to carry out procedures related to the organization of the Annual General Meeting of Shareholders 2023
3. On May 24, 2023: The Board of Directors met to discuss borrowing capital, granting credit at Joint Stock Commercial Bank for Foreign Trade of Vietnam - Hai Phong Branch to serve the Company's production and business.
4. On June 22, 2023: The Board of Directors met to discuss production and business results of the first 6 months of 2023, dismiss Ms. Le Thi Bich Hue from the position of Deputy General Manager to enjoy retirement benefits.
5. On September 07, 2023: the Board of Directors held a meeting on production and business results of 9 months of 2023 and other issues related to production and business activities.
6. On December 12, 2023: the Board of Directors held a meeting on the production situation in 2023, decided on the dividend prepayment in 2023, the orientation of production and business plans in 2024 and other works related to the production and business activities of the Company.

On April 28, 2023, Hai Phong Electrical Mechanical JSC successfully organized the Annual General Meeting of Shareholders 2023 at the Company's headquarters hall.

1. Board Resolutions/Board Decisions:

In 2023, the Board of Directors and Board of Management of the Company have announced 07 documents, including 05 Resolutions, 02 Decisions to manage the Company's activities.

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Content |
| 1 | 01/2023/NQ-HDQT | February 17, 2023 | Approve the production and business plan in 2023 |
| 2 | 02/2023/NQ-HDQT | March 02, 2023 | Approve the plan on organizing the Annual General Meeting of Shareholders 2023 |
| 3 | 13/2023/DHP/NQ-DHDCD | April 28, 2023 | Annual General Mandate 2023 |
| 4 | 15/2023/DHP/NQ-HDQT | May 24, 2023 | Approve borrowing capital and granting credit at Joint Stock Commercial Bank for Foreign Trade of Vietnam - Hai Phong Branch to serve the Company's production and business. |
| 5 | 02/2023/QD-TGD | June 21, 2023 | Decide the remaining dividends payment in cash in 2022 |
| 6 | 03/2023/QD-HDQT | June 22, 2023 | Dismiss Ms. Le Thi Bich Hue from the position of Deputy Manager to enjoy retirement benefits. |
| 7 | 17/2023/DHP/NQ-HDQT | December 13, 2023 | Resolution on dividend prepayment in 2023 with the rate of 5% |

1. The Supervisory Board;
2. Information about members of the Supervisory Board:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board  | Position | Number of attended meetings | Rate (%) | Reason for absence |
| 1 | Mr. Tran Tuan Linh | Chief of the Supervisory Board | 4/4 | 100 |  |
| 2 | Ms. Bui Thi Hue | Secretary, Member of the Supervisory Board  | 4/4 | 100 |  |
| 3 | Mr. Vu Duy Anh | Member of the Supervisory Board: | 4/4 | 100 |  |

1. The Executive Board.

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal |
| 01 | Mr. Mai Van Minh | January 17 ,1972 | Bachelor of Economics | April 2018 - present |
| 02 | Ms. Le Thi Bich Hue | June 12, 1967 | Bachelor of Economics | From January 2016 to July 01, 20223 |
| 03 | Mr. Nguyen Minh Chung | May 24, 1986 | Electronic Engineer | April 2021 - present |

1. The Chief Accountant:

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Ms. Trinh Thi Lan Phuong | October 21,1971 | Bachelor of Economics | April 2017 - present |

1. Training on corporate governance.
2. CHANGE IN THE LIST OF AFFILIATED PERSONS OF THE COMPANY (according to the regulations on Clause 34, Article 6 of the Law on Securities): None
3. Transactions between internal shareholders with affiliated persons.
	1. Share Transactions: In 2023:
	2. Mr. Hoang Thanh Hai - Chair of the Board of Directors purchased an additional 1,306,927 shares to increase his holding rate to 27.54%.
	3. Mr. Tran Tuan Linh - Chief of the Supervisory Board. Person in charge of information disclosure: Person in charge of corporate governance received an inheritance of 132,685 shares, equivalent to the rate of 1.4%.
4. Other transactions (transactions between internal/major shareholders and affiliated persons with the Company itself)
	1. Ms. Duong Ta Hoa Binh - Mr. Tran Tuan Linh's mother received an inheritance of 132,684 shares, equivalent to the rate of 1.4%.
5. List of internal shareholders and affiliated persons (Attached appendix I)
6. Other significant issues None.